

Exhibit 7.3

Restructuring Transactions Notice

Restructuring Transaction Notice

All Plan Exhibits are subject to all of the provisions of the Joint Plan of Reorganization of Delphi Corporation and Its Affiliated Debtors and Debtors-in-Possession (Docket No. _____) (as subsequently modified or amended, the "Plan"), including, without limitation, Article 14.3, under which the Debtors have reserved the right to alter, amend or modify the Plan or any Exhibits thereto under § 1127(a) of the Bankruptcy Code at any time on or prior to the Confirmation Date.

EXHIBIT H

RESTRUCTURING TRANSACTION NOTICE

The Restructuring Transactions listed on the following schedule will be implemented pursuant to the Plan as described, without limitation, in Article 7.3 of the Plan. Appropriate documentation of such transactions will be filed with the appropriate governmental authorities as necessary under applicable law, subject to the terms of the Confirmation Order.

On or prior to the Effective Date, the Debtors and Reorganized Debtors shall take such actions as may be necessary or appropriate to effect the relevant Restructuring Transactions, including, but not limited to, all of the transactions described in this Plan. Such actions may include: (a) the execution and delivery of appropriate agreements or other documents of merger, consolidation, or reorganization containing terms that are consistent with the terms of this Plan and that satisfy the requirements of applicable law; (b) the execution and delivery of appropriate instruments of transfer, assignment, assumption, or delegation of any property, right, liability, duty, or obligation on terms consistent with the terms of this Plan; (c) the filing of appropriate certificates of incorporation, merger or consolidation with the appropriate governmental authorities under applicable law; and (d) all other actions that such Debtors and Reorganized Debtors determine are necessary or appropriate, including the making of filings or recordings in connection with the relevant Restructuring Transactions.

The form of each Restructuring Transaction shall be determined by the boards of directors of a Debtor or Reorganized Debtor party to any Restructuring Transaction.

In the event a Restructuring Transaction is a merger transaction, upon the consummation of such Restructuring Transaction, each party to such merger shall cease to exist as a separate corporate entity and thereafter the surviving Reorganized Debtor shall assume and perform the obligations of each Reorganized Debtor under this Plan.

In the event a Reorganized Debtor is liquidated, the Reorganized Debtors (or the Reorganized Debtor which owned the stock of such liquidating Debtor prior to such liquidation) shall assume and perform such obligations.

RESTRUCTURING TRANSACTIONS

Restructuring Debtor	Restructuring Transaction	Surviving Party